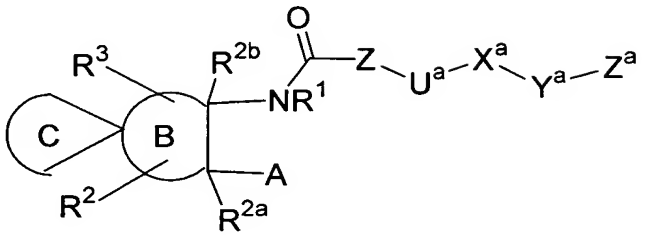
WHAT IS CLAIMED IS:

1. A compound of formula I:



I

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

A is selected from $-COR^5$, $-CO_2H$, $CH_2CO_2H$, $-CO_2R^6$, $-CONHOH$, $-CONHOR^5$, $-CONHOR^6$, $-N(OH)COR^5$, $-N(OH)CHO$, $-SH$, $-CH_2SH$, $-S(O)(=NH)R^a$, $-SN_2H_2R^a$, $-PO(OH)_2$, and $-PO(OH)NHR^a$;

ring B is a 3-13 membered non-aromatic carbocycle or heterocycle comprising: carbon atoms, 0-3 carbonyl groups, 0-4 double bonds, and from 0-2 ring heteroatoms selected from O, N, $NR^2$, and $S(O)_p$, provided that ring B contains other than a S-S, O-O, or S-O bond;

ring C forms a spiro ring on Ring B and is a 3-13 membered carbocycle or heterocycle comprising: carbon atoms, 0-3 carbonyl groups, 0-4 double bonds, and from 0-5 ring heteroatoms selected from O, N, $NR^2$, and $S(O)_p$ and substituted with 0-6 $R^e$, provided that ring C contains other than a S-S, O-O, or S-O bond;

Z is absent or selected from a $C_{3-13}$ carbocycle substituted with 0-5 $R^b$ and a 5-14 membered heterocycle comprising: carbon atoms and 1-4

heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-5 $R^b$;

$U^a$ is absent or is selected from: O, $NR^{a1}$, C(O), C(O)O, OC(O), $C(O)NR^{a1}$, $NR^{a1}C(O)$, OC(O)O, $OC(O)NR^{a1}$, $NR^{a1}C(O)O$, $NR^{a1}C(O)NR^{a1}$, $S(O)_p$, $S(O)_pNR^{a1}$, $NR^{a1}S(O)_p$, and $NR^{a1}SO_2NR^{a1}$;

$X^a$ is absent or selected from $C_{1-10}$ alkylene, $C_{2-10}$ alkenylene, and $C_{2-10}$ alkynylene;

$Y^a$ is absent or selected from O, $NR^{a1}$, $S(O)_p$, and C(O);

$Z^a$ is selected from H, a $C_{3-13}$ carbocycle substituted with 0-5 $R^c$ and a 5-14 membered heterocycle comprising: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-5 $R^c$;

provided that Z, $U^a$, $Y^a$, and $Z^a$ do not combine to form a N-N, N-O, O-N, O-O, $S(O)_p$-O, O-$S(O)_p$ or $S(O)_p$-$S(O)_p$ group;

$R^1$ is selected from H, $C_{1-4}$ alkyl, phenyl, and benzyl;

$R^2$ is selected from Q, Cl, F, ($C_{1-10}$ alkylene substituted with 0-3 $R^{b1}$)-Q, ($C_{2-10}$ alkenylene substituted with 0-3 $R^{b1}$)-Q, ($C_{2-10}$ alkynylene substituted with 0-3 $R^{b1}$)-Q, $(CR^aR^{a1})_{r1}O(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}C(O)(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}C(O)O(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}C(O)O$-$C_{2-5}$ alkenylene,

$(CR^aR^{a1})_{r1}C(O)O-C_{2-5}$ alkynylene,
$(CR^aR^{a1})_{r1}OC(O)(CR^aR^{a1})_r-Q$, $(CR^aR^{a1})_{r1}C(O)NR^aR^{a1}$,
$(CR^aR^{a1})_{r1}C(O)NR^a(CR^aR^{a1})_r-Q$,
$(CR^aR^{a1})_{r1}NR^aC(O)(CR^aR^{a1})_r-Q$,
$(CR^aR^{a1})_{r1}OC(O)O(CR^aR^{a1})_r-Q$,
$(CR^aR^{a1})_{r1}OC(O)NR^a(CR^aR^{a1})_r-Q$,
$(CR^aR^{a1})_{r1}NR^aC(O)O(CR^aR^{a1})_r-Q$,
$(CR^aR^{a1})_{r1}NR^aC(O)NR^a(CR^aR^{a1})_r-Q$,
$(CR^aR^{a1})_{r1}S(O)_p(CR^aR^{a1})_r-Q$, $(CR^aR^{a1})_{r1}SO_2NR^a(CR^aR^{a1})_r-Q$,
$(CR^aR^{a1})_{r1}NR^aSO_2(CR^aR^{a1})_r-Q$, and
$(CR^aR^{a1})_{r1}NR^aSO_2NR^a(CR^aR^{a1})_r-Q$;

$R^{2a}$ is selected from H, $C_{1-6}$ alkyl, $OR^a$, $NR^aR^{a1}$, and $S(O)_pR^a$;

$R^{2b}$ is H or $C_{1-6}$ alkyl;

Q is selected from H, a $C_{3-13}$ carbocycle substituted with 0-5 $R^d$ and a 5-14 membered heterocycle comprising: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-5 $R^d$;

$R^3$ is selected from $Q^1$, Cl, F, $C_{1-6}$ alkylene-$Q^1$, $C_{2-6}$ alkenylene-$Q^1$, $C_{2-6}$ alkynylene-$Q^1$,
$(CR^aR^{a1})_{r1}O(CR^aR^{a1})_r-Q^1$, $(CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_r-Q^1$,
$(CR^aR^{a1})_{r1}NR^aC(O)(CR^aR^{a1})_r-Q^1$,
$(CR^aR^{a1})_{r1}C(O)NR^a(CR^aR^{a1})_r-Q^1$,
$(CR^aR^{a1})_{r1}C(O)(CR^aR^{a1})_r-Q^1$, $(CR^aR^{a1})_{r1}C(O)O(CR^aR^{a1})_r-Q^1$,
$(CR^aR^{a1}{}_2)_{r1}S(O)_p(CR^aR^{a1})_r-Q^1$, and
$(CR^aR^{a1})_{r1}SO_2NR^a(CR^aR^{a1})_r-Q^1$;

$Q^1$ is selected from H, phenyl substituted with 0-3 $R^d$, naphthyl substituted with 0-3 $R^d$ and a 5-10 membered heteroaryl comprising: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-3 $R^d$;

$R^a$, at each occurrence, is independently selected from H, $C_{1-4}$ alkyl, phenyl and benzyl;

$R^{a1}$, at each occurrence, is independently selected from H and $C_{1-4}$ alkyl;

alternatively, $R^a$ and $R^{a1}$ when attached to a nitrogen are taken together with the nitrogen to which they are attached to form a 5 or 6 membered ring comprising carbon atoms and from 0-1 additional heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

$R^{a2}$, at each occurrence, is independently selected from $C_{1-4}$ alkyl, phenyl and benzyl;

$R^b$, at each occurrence, is independently selected from $C_{1-6}$ alkyl, $OR^a$, Cl, F, Br, I, =O, -CN, $NO_2$, $NR^aR^{a1}$, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $R^aNC(O)NR^aR^{a1}$, $OC(O)NR^aR^{a1}$, $R^aNC(O)OR^a$, $S(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $NR^aS(O)_2NR^aR^{a1}$, $OS(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $S(O)_pR^{a2}$, $CF_3$, and $CF_2CF_3$;

$R^{b1}$, at each occurrence, is independently selected from $OR^a$, Cl, F, Br, I, =O, -CN, $NO_2$, and $NR^aR^{a1}$;

$R^c$, at each occurrence, is independently selected from $C_{1-6}$ alkyl, $OR^a$, Cl, F, Br, I, =O, -CN, $NO_2$, $NR^aR^{a1}$, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $R^aNC(O)NR^aR^{a1}$, $OC(O)NR^aR^{a1}$, $R^aNC(O)OR^a$, $S(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $NR^aS(O)_2NR^aR^{a1}$, $OS(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $S(O)_pR^{a2}$, $CF_3$, $CF_2CF_3$, $CH_2F$, $CHF_2$, $CF_2CH_3$, $C(CH_3)_2F$, $OCF_3$, $C_{3-10}$ carbocycle substituted with 0-3 $R^{c1}$ and a 5-14 membered heterocycle comprising: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-3 $R^{c1}$;

alternatively, when two $R^c$ groups are attached to the same carbon atom, they form a spiro ring D that is a 3-11 membered carbocycle substituted with 0-2 $R^{c1}$ or a 3-13 membered heterocycle comprising: carbon atoms and from 1-4 ring heteroatoms selected from O, N, and $S(O)_p$ and substituted with 0-2 $R^{c1}$, provided that ring D contains other than a S-S, O-O, or S-O bond;

alternatively, when two $R^c$ groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-7 membered saturated, partially saturated or unsaturated ring consisting of: carbon atoms and 0-2 heteroatoms selected from the group consisting of N, O, and $S(O)_p$; this ring is substituted with 0-2 $R^{c1}$;

$R^{c1}$, at each occurrence, is independently selected from $C_{1-6}$ alkyl, $OR^a$, Cl, F, Br, I, =O, -CN, $NO_2$, $NR^aR^{a1}$, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $R^aNC(O)NR^aR^{a1}$, $OC(O)NR^aR^{a1}$, $R^aNC(O)OR^a$, $S(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$,

$NR^aS(O)_2NR^aR^{a1}$, $OS(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $S(O)_pR^{a2}$, $CF_3$, $CF_2CF_3$, $CH_2F$, and $CHF_2$;

$R^d$, at each occurrence, is independently selected from $C_{1-6}$ alkyl, $OR^a$, Cl, F, Br, I, =O, -CN, $NO_2$, $NR^aR^{a1}$, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $R^aNC(O)NR^aR^{a1}$, $OC(O)NR^aR^{a1}$, $R^aNC(O)OR^a$, $S(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $NR^aS(O)_2NR^aR^{a1}$, $OS(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $S(O)_pR^{a2}$, $CF_3$, $CF_2CF_3$, $C_{3-10}$ carbocycle and a 5-14 membered heterocycle comprising: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

$R^e$, at each occurrence, is independently selected from $C_{1-6}$ alkyl, $OR^a$, Cl, F, Br, I, =O, -CN, $NO_2$, $NR^aR^{a1}$, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $R^aNC(O)NR^aR^{a1}$, $OC(O)NR^aR^{a1}$, $R^aNC(O)OR^a$, $S(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $NR^aS(O)_2NR^aR^{a1}$, $OS(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $S(O)_pR^{a2}$, $CF_3$, $CF_2CF_3$, $C_{3-10}$ carbocycle substituted with 0-2 $R^{c1}$, $(CR^aR^{a1})_{r1}$-$C_{3-10}$ carbocycle substituted with 0-2 $R^{c1}$, a 5-14 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-2 $R^{c1}$, and $(CR^aR^{a1})_{r1}$-5-14 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-2 $R^{c1}$;

$R^5$, at each occurrence, is selected from $C_{1-10}$ alkyl substituted with 0-2 $R^b$, and $C_{1-8}$ alkyl substituted with 0-2 $R^f$;

$R^f$, at each occurrence, is selected from phenyl substituted with 0-2 $R^b$ and biphenyl substituted with 0-2 $R^b$;

$R^6$, at each occurrence, is selected from phenyl, naphthyl, $C_{1-10}$ alkyl-phenyl-$C_{1-6}$ alkyl-, $C_{3-11}$ cycloalkyl, $C_{1-6}$ alkylcarbonyloxy-$C_{1-3}$ alkyl-, $C_{1-6}$ alkoxycarbonyloxy-$C_{1-3}$ alkyl-, $C_{2-10}$ alkoxycarbonyl, $C_{3-6}$ cycloalkylcarbonyloxy-$C_{1-3}$ alkyl-, $C_{3-6}$ cycloalkoxycarbonyloxy-$C_{1-3}$ alkyl-, $C_{3-6}$ cycloalkoxycarbonyl, phenoxycarbonyl, phenyloxycarbonyloxy-$C_{1-3}$ alkyl-, phenylcarbonyloxy-$C_{1-3}$ alkyl-, $C_{1-6}$ alkoxy-$C_{1-6}$ alkylcarbonyloxy-$C_{1-3}$ alkyl-, [5-($C_1$-$C_5$ alkyl)-1,3-dioxa-cyclopenten-2-one-yl]methyl, [5-($R^a$)-1,3-dioxa-cyclopenten-2-one-yl]methyl, (5-aryl-1,3-dioxa-cyclopenten-2-one-yl)methyl, -$C_{1-10}$ alkyl-$NR^7R^{7a}$, $-CH(R^8)OC(=O)R^9$, and $-CH(R^8)OC(=O)OR^9$;

$R^7$ is selected from H and $C_{1-10}$ alkyl, $C_{2-6}$ alkenyl, $C_{3-6}$ cycloalkyl-$C_{1-3}$ alkyl-, and phenyl-$C_{1-6}$ alkyl-;

$R^{7a}$ is selected from H and $C_{1-10}$ alkyl, $C_{2-6}$ alkenyl, $C_{3-6}$ cycloalkyl-$C_{1-3}$ alkyl-, and phenyl-$C_{1-6}$ alkyl-;

$R^8$ is selected from H and $C_{1-4}$ linear alkyl;

$R^9$ is selected from H, $C_{1-8}$ alkyl substituted with 1-2 $R^g$, $C_{3-8}$ cycloalkyl substituted with 1-2 $R^g$, and phenyl substituted with 0-2 $R^b$;

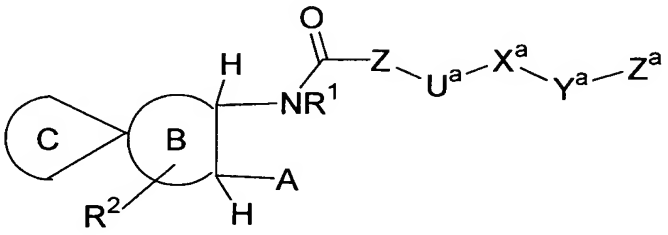
$R^g$, at each occurrence, is selected from $C_{1-4}$ alkyl, $C_{3-8}$ cycloalkyl, $C_{1-5}$ alkoxy, and phenyl substituted with 0-2 $R^b$;

p, at each occurrence, is selected from 0, 1, and 2;

r, at each occurrence, is selected from 0, 1, 2, 3, and 4; and,

r1, at each occurrence, is selected from 0, 1, 2, 3, and 4.

2. A compound according to Claim 1, wherein the compound is of formula II:




II

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

A is selected from $-CO_2H$, $CH_2CO_2H$, $-CONHOH$, $-CONHOR^5$, $-CONHOR^6$, $-N(OH)COR^5$, $-N(OH)CHO$, $-SH$, and $-CH_2SH$;

ring B is a 4-7 membered non-aromatic carbocyclic or heterocyclic ring comprising: carbon atoms, 0-1 carbonyl groups, 0-1 double bonds, and from 0-2 ring heteroatoms selected from O, N, and $NR^2$, provided that ring B contains other than a O-O bond;

ring C forms a spiro ring on Ring B and is a 4-10 membered carbocycle substituted with 0-3 $R^e$ or a 4-10 membered heterocycle comprising: carbon atoms, 0-3 carbonyl groups, 0-4 double bonds, and from 0-4 ring heteroatoms selected from O, N, $NR^2$, and $S(O)_p$ and substituted with 0-3 $R^e$, provided that ring C contains other than a S-S, O-O, or S-O bond;

Z is absent or selected from a $C_{3-11}$ carbocycle substituted with 0-4 $R^b$ and a 5-11 membered heterocycle comprising: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-3 $R^b$;

$U^a$ is absent or is selected from: O, $NR^{a1}$, C(O), C(O)O, $C(O)NR^{a1}$, $NR^{a1}C(O)$, $S(O)_p$, and $S(O)_pNR^{a1}$;

$X^a$ is absent or selected from $C_{1-4}$ alkylene, $C_{2-4}$ alkenylene, and $C_{2-4}$ alkynylene;

$Y^a$ is absent or selected from O and $NR^{a1}$;

$Z^a$ is selected from H, a $C_{3-10}$ carbocycle substituted with 0-5 $R^c$ and a 5-10 membered heterocycle comprising: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-5 $R^c$;

provided that Z, $U^a$, $Y^a$, and $Z^a$ do not combine to form a N-N, N-O, O-N, O-O, $S(O)_p$-O, O-$S(O)_p$ or $S(O)_p$-$S(O)_p$ group;

$R^1$ is selected from H, $C_{1-4}$ alkyl, phenyl, and benzyl;

$R^2$ is selected from Q, $C_{1-6}$ alkylene-Q, $C_{2-6}$ alkenylene-Q, $C_{2-6}$ alkynylene-Q, $(CR^aR^{a1})_{r1}O(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}C(O)(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}C(O)O(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_rC(O)NR^aR^{a1}$, $(CR^aR^{a1})_{r1}C(O)NR^a(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}S(O)_p(CR^aR^{a1})_r$-Q, and $(CR^aR^{a1})_{r1}SO_2NR^a(CR^aR^{a1})_r$-Q;

Q is selected from H, a $C_{3-6}$ carbocycle substituted with 0-5 $R^d$, and a 5-10 membered heterocycle comprising: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-5 $R^d$;

$R^a$, at each occurrence, is independently selected from H, $C_{1-4}$ alkyl, phenyl and benzyl;

$R^{a1}$, at each occurrence, is independently selected from H and $C_{1-4}$ alkyl;

alternatively, $R^a$ and $R^{a1}$ when attached to a nitrogen are taken together with the nitrogen to which they are attached to form a 5 or 6 membered ring comprising carbon atoms and from 0-1 additional heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

$R^{a2}$, at each occurrence, is independently selected from $C_{1-4}$ alkyl, phenyl and benzyl;

$R^b$, at each occurrence, is independently selected from $C_{1-6}$ alkyl, $OR^a$, Cl, F, Br, =O, -CN, $NR^aR^{a1}$, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, and $CF_3$;

$R^c$, at each occurrence, is independently selected from $C_{1-6}$ alkyl, $OR^a$, Cl, F, Br, =O, -CN, $NR^aR^{a1}$, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, $CF_3$, $CH_2F$, $CHF_2$, $CF_2CH_3$, $C(CH_3)_2F$, $OCF_3$, $C_{3-6}$ carbocycle substituted with 0-2 $R^{c1}$ and a 5-6 membered heterocycle comprising: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-2 $R^{c1}$;

alternatively, when two $R^c$ groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-6 membered saturated, partially saturated or unsaturated ring consisting of: carbon atoms and 0-2 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

$R^{c1}$, at each occurrence, is independently selected from $C_{1-6}$ alkyl, $OR^a$, Cl, F, Br, I, =O, -CN, $NO_2$, $NR^aR^{a1}$, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $R^aNC(O)NR^aR^{a1}$, $OC(O)NR^aR^{a1}$, $R^aNC(O)OR^a$, $S(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $NR^aS(O)_2NR^aR^{a1}$, $OS(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $S(O)_pR^{a2}$, $CF_3$, $CF_2CF_3$, $CH_2F$, and $CHF_2$;

$R^d$, at each occurrence, is independently selected from $C_{1-6}$ alkyl, $OR^a$, Cl, F, Br, =O, -CN, $NR^aR^{a1}$, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, $CF_3$, $C_{3-6}$ carbocycle and a 5-6 membered heterocycle comprising: carbon atoms and 1-4 heteroatoms

selected from the group consisting of N, O, and $S(O)_p$;

$R^e$, at each occurrence, is independently selected from $C_{1-6}$ alkyl, $OR^a$, Cl, F, Br, I, =O, -CN, $NO_2$, $NR^aR^{a1}$, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $R^aNC(O)NR^aR^{a1}$, $OC(O)NR^aR^{a1}$, $R^aNC(O)OR^a$, $S(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $NR^aS(O)_2NR^aR^{a1}$, $OS(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $S(O)_pR^{a2}$, $CF_3$, $CF_2CF_3$, $C_{3-10}$ carbocycle substituted with 0-2 $R^{c1}$, $(CR^aR^{a1})_{r1}$-$C_{3-10}$ carbocycle substituted with 0-2 $R^{c1}$, a 5-14 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-2 $R^{c1}$, and $(CR^aR^{a1})_{r1}$-5-14 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-2 $R^{c1}$;

$R^5$, at each occurrence, is selected from $C_{1-6}$ alkyl substituted with 0-2 $R^b$, and $C_{1-4}$ alkyl substituted with 0-2 $R^f$;

$R^f$, at each occurrence, is selected from phenyl substituted with 0-2 $R^b$ and biphenyl substituted with 0-2 $R^b$;

$R^6$, at each occurrence, is selected from phenyl, naphthyl, $C_{1-10}$ alkyl-phenyl-$C_{1-6}$ alkyl-, $C_{3-11}$ cycloalkyl, $C_{1-6}$ alkylcarbonyloxy-$C_{1-3}$ alkyl-, $C_{1-6}$ alkoxycarbonyloxy-$C_{1-3}$ alkyl-, $C_{2-10}$ alkoxycarbonyl, $C_{3-6}$ cycloalkylcarbonyloxy-$C_{1-3}$ alkyl-, $C_{3-6}$ cycloalkoxycarbonyloxy-$C_{1-3}$ alkyl-, $C_{3-6}$ cycloalkoxycarbonyl, phenoxycarbonyl,

phenyloxycarbonyloxy-$C_{1-3}$ alkyl-, phenylcarbonyloxy-$C_{1-3}$ alkyl-, $C_{1-6}$ alkoxy-$C_{1-6}$ alkylcarbonyloxy-$C_{1-3}$ alkyl-, [5-($C_1$-$C_5$ alkyl)-1,3-dioxa-cyclopenten-2-one-yl]methyl, [5-($R^a$)-1,3-dioxa-cyclopenten-2-one-yl]methyl, (5-aryl-1,3-dioxa-cyclopenten-2-one-yl)methyl, -$C_{1-10}$ alkyl-$NR^7R^{7a}$, $-CH(R^8)OC(=O)R^9$, and $-CH(R^8)OC(=O)OR^9$;

$R^7$ is selected from H and $C_{1-6}$ alkyl, $C_{2-6}$ alkenyl, $C_{3-6}$ cycloalkyl-$C_{1-3}$ alkyl-, and phenyl-$C_{1-6}$ alkyl-;

$R^{7a}$ is selected from H and $C_{1-6}$ alkyl, $C_{2-6}$ alkenyl, $C_{3-6}$ cycloalkyl-$C_{1-3}$ alkyl-, and phenyl-$C_{1-6}$ alkyl-;

$R^8$ is selected from H and $C_{1-4}$ linear alkyl;

$R^9$ is selected from H, $C_{1-6}$ alkyl substituted with 1-2 $R^g$, $C_{3-6}$ cycloalkyl substituted with 1-2 $R^g$, and phenyl substituted with 0-2 $R^b$;

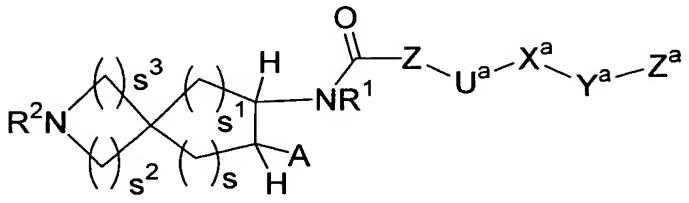
$R^g$, at each occurrence, is selected from $C_{1-4}$ alkyl, $C_{3-6}$ cycloalkyl, $C_{1-5}$ alkoxy, and phenyl substituted with 0-2 $R^b$;

p, at each occurrence, is selected from 0, 1, and 2;

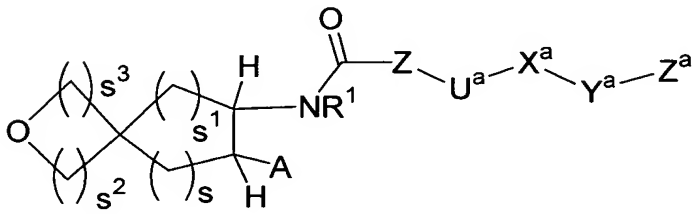
r, at each occurrence, is selected from 0, 1, 2, 3, and 4; and,

r1, at each occurrence, is selected from 0, 1, 2, 3, and 4.

3. A compound according to Claim 2, wherein the compound is of formula IIIa or IIIb:



IIIa



IIIb

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

A is selected from $-CO_2H$, $CH_2CO_2H$, $-CONHOH$, $-CONHOR^5$, $-N(OH)CHO$, and $-N(OH)COR^5$;

Z is absent or selected from a $C_{5-6}$ carbocycle substituted with 0-3 $R^b$ and a 5-6 membered heteroaryl comprising carbon atoms and from 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-3 $R^b$;

$U^a$ is absent or is selected from: O, $NR^{a1}$, C(O), $C(O)NR^{a1}$, $S(O)_p$, and $S(O)_pNR^{a1}$;

$X^a$ is absent or selected from $C_{1-4}$ alkylene, $C_{2-4}$ alkenylene, and $C_{2-4}$ alkynylene

$Y^a$ is absent or selected from O and $NR^{a1}$;

$Z^a$ is selected from H, a $C_{5-10}$ carbocycle substituted with 0-3 $R^c$ and a 5-10 membered heterocycle comprising carbon atoms and from 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-3 $R^c$;

provided that Z, $U^a$, $Y^a$, and $Z^a$ do not combine to form a N-N, N-O, O-N, O-O, $S(O)_p$-O, O-$S(O)_p$ or $S(O)_p$-$S(O)_p$ group;

$R^1$ is selected from H, $C_{1-4}$ alkyl, phenyl, and benzyl;

$R^2$ is selected from Q, $C_{1-6}$ alkylene-Q, $C_{2-6}$ alkenylene-Q, $C_{2-6}$ alkynylene-Q, $(CR^aR^{a1})_{r1}C(O)(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}C(O)O(CR^aR^{a1})_r$-Q, $(CR^aR^{a2})_{r1}C(O)NR^aR^{a1}$, $(CR^aR^{a2})_{r1}C(O)NR^a(CR^aR^{a1})_r$-Q, and $(CR^aR^{a1})_{r1}S(O)_p(CR^aR^{a1})_r$-Q;

Q is selected from H, a $C_{3-6}$ carbocycle substituted with 0-3 $R^d$ and a 5-10 membered heterocycle comprising: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-3 $R^d$;

$R^a$, at each occurrence, is independently selected from H, $C_{1-4}$ alkyl, phenyl and benzyl;

$R^{a1}$, at each occurrence, is independently selected from H and $C_{1-4}$ alkyl;

$R^{a2}$, at each occurrence, is independently selected from $C_{1-4}$ alkyl, phenyl, and benzyl;

$R^b$, at each occurrence, is independently selected from $C_{1-4}$ alkyl, $OR^a$, Cl, F, =O, $NR^aR^{a1}$, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, and $CF_3$;

$R^c$, at each occurrence, is independently selected from $C_{1-6}$ alkyl, $OR^a$, Cl, F, Br, =O, $NR^aR^{a1}$, $C(O)R^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, $CF_3$, $CH_2F$, $CHF_2$, $CF_2CH_3$, $C(CH_3)_2F$, cyclopropyl, 1-methylcyclopropyl, and cyclobutyl;

alternatively, when two $R^c$ groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-6 membered saturated ring consisting of: carbon atoms and 0-2 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

$R^d$, at each occurrence, is independently selected from $C_{1-6}$ alkyl, $OR^a$, Cl, F, Br, =O, $NR^aR^{a1}$, $C(O)R^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, $CF_3$, and phenyl;

$R^e$, at each occurrence, is independently selected from $C_{1-6}$ alkyl, $OR^a$, Cl, F, Br, I, =O, -CN, $NO_2$, $NR^aR^{a1}$, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $R^aNC(O)NR^aR^{a1}$, $OC(O)NR^aR^{a1}$, $R^aNC(O)OR^a$, $S(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $NR^aS(O)_2NR^aR^{a1}$, $OS(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $S(O)_pR^{a2}$, $CF_3$, $CF_2CF_3$, $C_{3-10}$ carbocycle substituted with 0-2 $R^{c1}$, $(CR^aR^{a1})_{r1}$-$C_{3-10}$ carbocycle substituted with 0-2 $R^{c1}$, a 5-14 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group

consisting of N, O, and $S(O)_p$ and substituted with 0-2 $R^{c1}$, and $(CR^aR^{a1})_{r1}$-5-14 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-2 $R^{c1}$;

$R^5$, at each occurrence, is selected from $C_{1-4}$ alkyl substituted with 0-2 $R^b$, and $C_{1-4}$ alkyl substituted with 0-2 $R^f$;

$R^f$, at each occurrence, is selected from phenyl substituted with 0-2 $R^b$ and biphenyl substituted with 0-2 $R^b$;

p, at each occurrence, is selected from 0, 1, and 2;

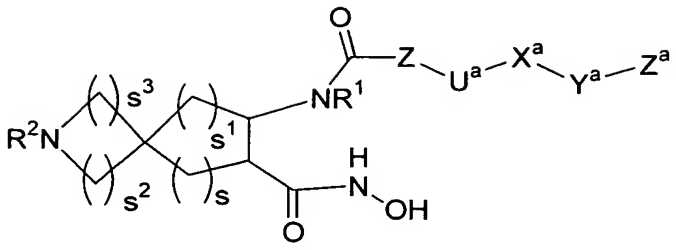
r, at each occurrence, is selected from 0, 1, 2, 3, and 4;

r1, at each occurrence, is selected from 0, 1, 2, 3, and 4;

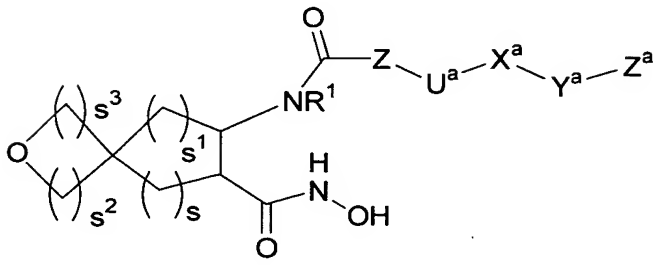
s and $s^1$ combine to total 2, 3, or 4; and

$s^2$ and $s^3$ combine to total 2, 3, 4, or 5.

4. A compound according to Claim 3, wherein the compound is of formula IVa or IVb:



Iva



IVb

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

Z is absent or selected from phenyl substituted with 0-3 $R^b$, pyridyl substituted with 0-3 $R^b$, thiazolyl substituted with 0-3 $R^b$, thienyl substituted with 0-3 $R^b$, and isoxazolyl substituted with 0-3 $R^b$;

$U^a$ is absent or is O;

$X^a$ is absent or is $CH_2$ or $CH_2CH_2$;

$Y^a$ is absent or is O;

$Z^a$ is selected from H, phenyl substituted with 0-3 $R^c$, and a 5-10 membered heterocycle substituted with 0-3 $R^c$ and selected from the group: pyridyl, quinolinyl, imidazolyl, benzimidazolyl, indolyl, 1,1-dioxido-2,3-dihydro-4*H*-1,4-benzothiazin-4-yl, 1,1-dioxido-

3,4-dihydro-2*H*-1-benzothiopyran-4-yl, 3,4-dihydro-2*H*-chromen-4-yl, 2*H*-chromen-4-yl, and pyrazolyl;

provided that Z, $U^a$, $Y^a$, and $Z^a$ do not combine to form a N-N, N-O, O-N, or O-O group;

$R^1$ is selected from H, $CH_3$, and $CH_2CH_3$;

$R^2$ is selected from Q, $C_{1-6}$ alkylene-Q, $C_{2-6}$ alkynylene-Q, $C(O)(CR^aR^{a1})_r$-Q, $C(O)O(CR^aR^{a1})_r$-Q, $C(O)NR^a(CR^aR^{a1})_r$-Q, and $S(O)_p(CR^aR^{a1})_r$-Q;

Q is selected from H, cyclopropyl substituted with 0-1 $R^d$, cyclobutyl substituted with 0-1 $R^d$, cyclopentyl substituted with 0-1 $R^d$, cyclohexyl substituted with 0-1 $R^d$, phenyl substituted with 0-2 $R^d$ and a heteroaryl substituted with 0-3 $R^d$, wherein the heteroaryl is selected from pyridyl, quinolinyl, thiazolyl, furanyl, imidazolyl, and isoxazolyl;

$R^a$, at each occurrence, is independently selected from H, $CH_3$, and $CH_2CH_3$;

$R^{a1}$, at each occurrence, is independently selected from H, $CH_3$, and $CH_2CH_3$;

$R^{a2}$, at each occurrence, is independently selected from H, $CH_3$, and $CH_2CH_3$;

$R^b$, at each occurrence, is independently selected from $C_{1-4}$ alkyl, $OR^a$, Cl, F, =O, $NR^aR^{a1}$, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, and $CF_3$;

$R^c$, at each occurrence, is independently selected from $C_{1-6}$ alkyl, $OR^a$, Cl, F, Br, =O, $NR^aR^{a1}$, $C(O)R^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, $CF_3$, $CH_2F$, $CHF_2$, $CF_2CH_3$, $C(CH_3)_2F$, cyclopropyl, 1-methylcyclopropyl, and cyclobutyl;

alternatively, when two $R^c$ groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-6 membered saturated ring consisting of: carbon atoms and 0-1 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

$R^d$, at each occurrence, is independently selected from $C_{1-6}$ alkyl, $OR^a$, Cl, F, Br, =O, $NR^aR^{a1}$, $C(O)R^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, $CF_3$ and phenyl;

$R^e$, at each occurrence, is independently selected from $C_{1-6}$ alkyl, $OR^a$, Cl, F, Br, I, =O, -CN, $NO_2$, $NR^aR^{a1}$, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $R^aNC(O)NR^aR^{a1}$, $OC(O)NR^aR^{a1}$, $R^aNC(O)OR^a$, $S(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $NR^aS(O)_2NR^aR^{a1}$, $OS(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $S(O)_pR^{a2}$, $CF_3$, $CF_2CF_3$, $C_{3-10}$ carbocycle substituted with 0-2 $R^{c1}$, $(CR^aR^{a1})_{r1}$-$C_{3-10}$ carbocycle substituted with 0-2 $R^{c1}$, a 5-14 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-2 $R^{c1}$, and $(CR^aR^{a1})_{r1}$-5-14 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-2 $R^{c1}$;

p, at each occurrence, is selected from 0, 1, and 2;

r, at each occurrence, is selected from 0, 1, 2, and 3;

r1, at each occurrence, is selected from 0, 1, 2, and 3;

s and $s^1$ combine to total 2, 3, or 4; and

$s^2$ and $s^3$ combine to total 2, 3, 4, or 5.

5. A compound according to Claim 4, wherein the compound is of formula IVa or IVb, wherein;

Z is absent or selected from phenyl substituted with 0-3 $R^b$ and pyridyl substituted with 0-3 $R^b$;

$U^a$ is absent or is O;

$X^a$ is absent or is $CH_2$ or $CH_2CH_2$;

$Y^a$ is absent or is O;

$Z^a$ is selected from H, phenyl substituted with 0-3 $R^c$, pyridyl substituted with 0-3 $R^c$, and quinolinyl substituted with 0-3 $R^c$;

provided that Z, $U^a$, $Y^a$, and $Z^a$ do not combine to form a N-N, N-O, O-N, or O-O group;

$R^1$ is selected from H, $CH_3$, and $CH_2CH_3$;

$R^2$ is selected from Q, $C_{1-6}$ alkylene-Q, $C_{2-6}$ alkynylene-Q, $C(O)(CR^aR^{a1})_r$-Q, $C(O)O(CR^aR^{a1})_r$-Q, $C(O)NR^a(CR^aR^{a1})_r$-Q, and $S(O)_p(CR^aR^{a1})_r$-Q;

Q is selected from H, cyclopropyl substituted with 0-1 $R^d$, cyclobutyl substituted with 0-1 $R^d$, cyclopentyl substituted with 0-1 $R^d$, cyclohexyl substituted with 0-1 $R^d$, phenyl substituted with 0-2 $R^d$ and a heteroaryl substituted with 0-3 $R^d$, wherein the heteroaryl is selected from pyridyl, quinolinyl, thiazolyl, furanyl, imidazolyl, and isoxazolyl;

$R^a$, at each occurrence, is independently selected from H, $CH_3$, and $CH_2CH_3$;

$R^{a1}$, at each occurrence, is independently selected from H, $CH_3$, and $CH_2CH_3$;

$R^{a2}$, at each occurrence, is independently selected from H, $CH_3$, and $CH_2CH_3$;

$R^b$, at each occurrence, is independently selected from $C_{1-4}$ alkyl, $OR^a$, Cl, F, =O, $NR^aR^{a1}$, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, and $CF_3$;

$R^c$, at each occurrence, is independently selected from $C_{1-6}$ alkyl, $OR^a$, Cl, F, Br, =O, $NR^aR^{a1}$, $C(O)R^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, and $CF_3$;

$R^d$, at each occurrence, is independently selected from $C_{1-6}$ alkyl, $OR^a$, Cl, F, Br, =O, $NR^aR^{a1}$, $C(O)R^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, $CF_3$ and phenyl;

$R^e$, at each occurrence, is independently selected from $C_{1-6}$ alkyl, $OR^a$, Cl, F, Br, I, =O, -CN, $NO_2$, $NR^aR^{a1}$, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $R^aNC(O)NR^aR^{a1}$, $OC(O)NR^aR^{a1}$, $R^aNC(O)OR^a$, $S(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $NR^aS(O)_2NR^aR^{a1}$, $OS(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $S(O)_pR^{a2}$, $CF_3$, $CF_2CF_3$, $C_{3-10}$ carbocycle substituted with 0-2 $R^{c1}$, $(CR^aR^{a1})_{r1}$-$C_{3-10}$ carbocycle substituted with 0-2 $R^{c1}$, a 5-14 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-2 $R^{c1}$, and $(CR^aR^{a1})_{r1}$-5-14 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-2 $R^{c1}$;

p, at each occurrence, is selected from 0, 1, and 2;

r, at each occurrence, is selected from 0, 1, 2, and 3;

r1, at each occurrence, is selected from 0, 1, 2, and 3;

s and $s^1$ combine to total 2, 3, or 4; and

$s^2$ and $s^3$ combine to total 2, 3, 4, or 5.

6. A compound according to Claim 4, wherein the compound is of formula IVa or IVb, wherein;

Z is phenyl, thiazolyl, thienyl or isoxazolyl;

$U^a$ is absent or is O;

$X^a$ is absent or is $CH_2$ or $CH_2CH_2$;

$Y^a$ is absent or is O;

$Z^a$ is a 5-10 membered heterocycle substituted with 0-2 $R^c$ and selected from the group: 4-pyridyl, 4-quinolinyl, 1*H*-benzimidazol-1-yl, 1*H*-indol-1-yl, and 1*H*-indol-3-yl, 1,1-dioxido-2,3-dihydro-4*H*-1,4-benzothiazin-4-yl;

$R^1$ is H;

$R^c$, at each occurrence, is independently selected from methyl, ethyl, propyl, isopropyl, butyl, t-butyl, $CF_3$, $CHF_2$, $CH_2F$, $CF_2CH_3$, $C(CH_3)_2F$, $NH_2$, $NH(CH_3)$, $N(CH_3)_2$, cyclopropyl, 1-methylcyclopropyl, and cyclobutyl;

s and $s^1$ combine to total 2, 3, or 4; and

$s^2$ and $s^3$ combine to total 2, 3, 4, or 5.

7. A compound according to Claim 1, wherein the compound is selected from the group:

(7*S*,8*R*)-*N*-hydroxy-8-({4-[(2-methyl-4-quinolinyl)methoxy]benzoyl}amino)-1,4-dioxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-*N*-hydroxy-8-({4-[(2-methyl-4-quinolinyl)methoxy]benzoyl}amino)-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*S*,7*S*,8*R*)-*N*-hydroxy-8-({4-[(2-methyl-4-quinolinyl)methoxy]benzoyl}amino)-1-oxaspiro[4.4]nonane-7-carboxamide;

(2*S*,3*R*)-*N*-hydroxy-3-({4-[(2-methyl-4-quinolinyl)methoxy]benzoyl}amino)-6,10-dioxaspiro[4.5]decane-2-carboxamide;

(7*S*,8*R*)-*N*-hydroxy-8-({4-[(2-methyl-4-quinolinyl)methoxy]benzoyl}amino)-1,4-dithiaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-{[4-(2-butynyloxy)benzoyl]amino}-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-*N*-hydroxy-8-({4-[(2-methyl-1*H*-benzimidazol-1-yl)methyl]benzoyl}amino)-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-*N*-hydroxy-8-({4-[(2-isopropyl-1*H*-benzimidazol-1-yl)methyl]benzoyl}amino)-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-*N*-hydroxy-8-[(4-{[2-(trifluoromethyl)-1*H*-benzimidazol-1-yl]methyl}benzoyl)amino]-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-({4-[(2-*tert*-butyl-1*H*-benzimidazol-1-yl)methyl]benzoyl}amino)-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-*N*-hydroxy-8-({4-[(2-methyl-1*H*-indol-3-yl)methyl]benzoyl}amino)-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-[(4-{[2-(difluoromethyl)-1*H*-benzimidazol-1-yl]methyl}benzoyl)amino]-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-({4-[(2-cyclopropyl-1*H*-benzimidazol-1-yl)methyl]benzoyl}amino)-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-({4-[(2-cyclobutyl-1*H*-benzimidazol-1-yl)methyl]benzoyl}amino)-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-*N*-hydroxy-8-({4-[(2-isopropyl-1*H*-imidazol-1-yl)methyl]benzoyl}amino)-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-*N*-hydroxy-8-({4-[(2-methyl-1*H*-indol-1-yl)methyl]benzoyl}amino)-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-*N*-hydroxy-8-[(4-{[2-(1-methylcyclopropyl)-1*H*-benzimidazol-1-yl]methyl}benzoyl)amino]-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-[(4-{[2-(fluoromethyl)-1*H*-benzimidazol-1-yl]methyl}benzoyl)amino]-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-[(4-{[2-(1-fluoro-1-methylethyl)-1*H*-benzimidazol-1-yl]methyl}benzoyl)amino]-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-*N*-hydroxy-8-{[4-(1*H*-indol-3-ylmethyl)benzoyl]amino}-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-[(4-{[2-(1,1-difluoroethyl)-1*H*-benzimidazol-1-yl]methyl}benzoyl)amino]-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-({4-[(2,3-dimethyl-1*H*-indol-1-yl)methyl]benzoyl}amino)-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-({4-[(2-ethyl-1*H*-indol-3-yl)methyl]benzoyl}amino)-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-*N*-hydroxy-8-[(4-{[2-(trifluoromethyl)-1*H*-indol-1-yl]methyl}benzoyl)amino]-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-{[4-(1,1-dioxido-3,4-dihydro-2*H*-1-benzothiopyran-4-yl)benzoyl]amino}-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-{[4-(3,4-dihydro-2*H*-chromen-4-yl)benzoyl]amino}-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-{[4-(2*H*-chromen-4-yl)benzoyl]amino}-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

*N*-{(5*R*,7*R*,8*S*)-8-[(hydroxyamino)carbonyl]-1-oxaspiro[4.4]non-7-yl}-2-[(2-isopropyl-1*H*-benzimidazol-1-yl)methyl]-1,3-thiazole-4-carboxamide;

(5*R*,7*S*,8*R*)-8-({4-[(3,5-dimethyl-1*H*-pyrazol-4-yl)methyl]benzoyl}amino)-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-*N*-hydroxy-8-({4-[(1,3,5-trimethyl-1*H*-pyrazol-4-yl)methyl]benzoyl}amino)-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-({4-[(1,1-dioxido-2,3-dihydro-4*H*-1,4-benzothiazin-4-yl)methyl]benzoyl}amino)-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-({4-[(2,2-dimethyl-1,1-dioxido-2,3-dihydro-4*H*-1,4-benzothiazin-4-yl)methyl]benzoyl}amino)-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-*N*-hydroxy-8-({4-[(2-methyl-4-quinolinyl)methyl]benzoyl}amino)-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-*N*-hydroxy-8-[(4-{[2-(trifluoromethyl)-4-quinolinyl]methyl}benzoyl)amino]-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-({4-[(2-ethyl-4-quinolinyl)methyl]benzoyl}amino)-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-*N*-hydroxy-8-({4-[(2-isopropyl-4-quinolinyl)methyl]benzoyl}amino)-1-oxaspiro[4.4]nonane-7-carboxamide

(5*R*,7*S*,8*R*)-8-[(4-{[2-(dimethylamino)-4-quinolinyl]methyl}benzoyl)amino]-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-({4-[(2-cyclopropyl-4-quinolinyl)methyl]benzoyl}amino)-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-{[4-(1,3-dihydrofuro[3,4-*b*]quinolin-9-ylmethyl)benzoyl]amino}-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-({4-[(2,3-dimethyl-4-quinolinyl)methyl]benzoyl}amino)-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-*N*-hydroxy-8-[(4-{[2-methyl-8-(trifluoromethyl)-4-quinolinyl]methyl}benzoyl)amino]-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-({4-[(3-ethyl-2-methyl-4-quinolinyl)methyl]benzoyl}amino)-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-({4-[(2,6-dimethyl-4-quinolinyl)methyl]benzoyl}amino)-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-({4-[(6-chloro-2-methyl-4-quinolinyl)methyl]benzoyl}amino)-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-({4-[(6-fluoro-2-methyl-4-quinolinyl)methyl]benzoyl}amino)-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

(5*R*,7*S*,8*R*)-8-({4-[(7-chloro-2-methyl-4-quinolinyl)methyl]benzoyl}amino)-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide; and

(5*R*,7*S*,8*R*)-8-({4-[(2,6-dimethyl-4-pyridinyl)methyl]benzoyl}amino)-*N*-hydroxy-1-oxaspiro[4.4]nonane-7-carboxamide;

or a pharmaceutically acceptable salt form thereof.

8. A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt form thereof.

9. A method of treating an inflammatory disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt form thereof.

10. A method comprising: administering a compound according to Claim 1 or a pharmaceutically acceptable salt form thereof, in an amount effective to treat a condition or disease mediated by MMPs, TACE, aggrecanase, or a combination thereof.

11. A method of treating a condition or disease mediated by MMPs, TACE, aggrecanase, or a combination thereof in a mammal, comprising: administering to the mammal in need of such treatment a therapeutically effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt form thereof.

12. A method of treating according to Claim 11, wherein the disease or condition is referred to as acute infection, acute phase response, age related macular degeneration, alcoholism, allergy, allergic asthma, anorexia, aneurism, aortic aneurism, asthma, atherosclerosis, atopic dermatitis, autoimmune disease, autoimmune hepatitis, Bechet's disease, cachexia, calcium pyrophosphate dihydrate deposition disease, cardiovascular effects, chronic fatigue syndrome, chronic obstruction pulmonary disease, coagulation, congestive heart failure, corneal ulceration, Crohn's disease, enteropathic arthropathy, Felty's syndrome, fever, fibromyalgia syndrome, fibrotic disease, gingivitis, glucocorticoid withdrawal syndrome, gout, graft versus host disease, hemorrhage, HIV infection, hyperoxic alveolar injury, infectious arthritis, inflammation, intermittent hydrarthrosis, Lyme disease, meningitis, multiple sclerosis, myasthenia gravis, mycobacterial

infection, neovascular glaucoma, osteoarthritis, pelvic inflammatory disease, periodontitis, polymyositis/dermatomyositis, post-ischaemic reperfusion injury, post-radiation asthenia, psoriasis, psoriatic arthritis, pulmonary emphysema, pydoderma gangrenosum, relapsing polychondritis, Reiter's syndrome, rheumatic fever, rheumatoid arthritis, sarcoidosis, scleroderma, sepsis syndrome, Still's disease, shock, Sjogren's syndrome, skin inflammatory diseases, solid tumor growth and tumor invasion by secondary metastases, spondylitis, stroke, systemic lupus erythematosus, ulcerative colitis, uveitis, vasculitis, and Wegener's granulomatosis.